



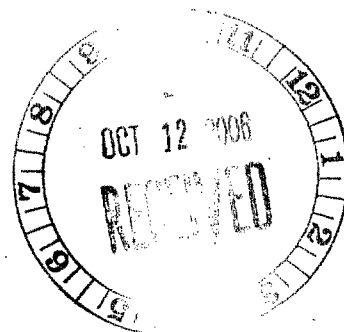
CORPORATION SERVICE COMPANY

RECORDATION NO. 25198-J FILED

OCT 12 '06

1-26 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield Il 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea

Date: October 11, 2006

Order#: 519433/020

Re: NCUX10741-NCUX10778 BNSF RAILWAY COMPANY

Please process the enclosed documents for the service indicated below.

XX Other: Secondary Stb Filing

RECEIPT SHOULD BE IN OUR OFFICE: 10/20/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT.

Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to my attention.
Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessee:

BNSF Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor



CORPORATION SERVICE COMPANY

New York, NY 10036

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 27th day of July, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BNSF RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, Fort Worth, TX 76131-2830 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Railcar Lease (the "Lease") dated as of June 23, 2004, effective as of April 16, 2004, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 22, 2004 and given Recordation Number 25198.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Sigurd
Name: Catherine Sigurd
Title: Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY

By: Richard A. Margl
Name: RICHARD A. MARGL
Title: AVP Carload Equipment

Schedule A

Number of Cars		Equipment Description			
87		4,520 C.F. aluminum coal gondola			
1	NCUX	10741	53	NCUX	10817
2	NCUX	10743	54	NCUX	10818
3	NCUX	10744	55	NCUX	10822
4	NCUX	10746	56	NCUX	10823
5	NCUX	10747	57	NCUX	10827
6	NCUX	10748	58	NCUX	10831
7	NCUX	10750	59	NCUX	10832
8	NCUX	10752	60	NCUX	10833
9	NCUX	10753	61	NCUX	10834
10	NCUX	10754	62	NCUX	10835
11	NCUX	10756	63	NCUX	10836
12	NCUX	10757	64	NCUX	10837
13	NCUX	10758	65	NCUX	10838
14	NCUX	10759	66	NCUX	10839
15	NCUX	10760	67	NCUX	10840
16	NCUX	10761	68	NCUX	10841
17	NCUX	10762	69	NCUX	10843
18	NCUX	10764	70	NCUX	10844
19	NCUX	10765	71	NCUX	10845
20	NCUX	10767	72	NCUX	10846
21	NCUX	10768	73	NCUX	10847
22	NCUX	10769	74	NCUX	10848
23	NCUX	10770	75	NCUX	10849
24	NCUX	10771	76	NCUX	10850
25	NCUX	10772	77	NCUX	10851
26	NCUX	10773	78	NCUX	10852
27	NCUX	10774	79	NCUX	10853
28	NCUX	10775	80	NCUX	10854
29	NCUX	10776	81	NCUX	10855
30	NCUX	10777	82	NCUX	10856
31	NCUX	10779	83	NCUX	10857
32	NCUX	10780	84	NCUX	10858
33	NCUX	10781	85	NCUX	10859
34	NCUX	10782	86	NCUX	10860
35	NCUX	10783	87	NCUX	10778
36	NCUX	10788			
37	NCUX	10789			
38	NCUX	10790			
39	NCUX	10792			
40	NCUX	10794			
41	NCUX	10795			
42	NCUX	10796			
43	NCUX	10797			
44	NCUX	10801			
45	NCUX	10803			
46	NCUX	10805			
47	NCUX	10806			
48	NCUX	10810			
49	NCUX	10812			
50	NCUX	10813			
51	NCUX	10814			
52	NCUX	10816			